

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3276428

The Registrar of Companies for England and Wales hereby certifies that  
THE BEXHILL REGENERATION PARTNERSHIP LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 11th November 1996



\*N03276428J\*

*P. A. Morgan*  
P.A.MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full

**THE BEXHILL REGENERATION PARTNERSHIP LIMITED**



\*F012001J\*

I,

**MERVYN EDWIN WOOLLIAMS**

of

**10/12 PARKHURST ROAD, BEXHILL ON SEA, EAST  
SUSSEX TN40 1DF**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

**BEXHILL ON SEA IN THE COUNTY OF EAST SUSSEX**

the

**First**

day of

**November**

One thousand nine hundred and ninety

**six**

● Please print name.

before me ●

**PATRICK NEVILLE DONALDSON**

Signed

**P. N. Donaldson**

Date

**1/11/96**

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange



KLO \*K44IPQD2\* 1013  
COMPANIES HOUSE 04/11/96

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

10

## First directors and secretary and intended situation of registered office

Company Name in full

THE BEXHILL REGENERATION PARTNERSHIP LIMITED



\*F010001H\*

Proposed Registered Office

10/12 PARKHURST ROAD

(PO Box numbers only, are not acceptable)

Post town

BEXHILL ON SEA

County / Region

EAST SUSSEX

Postcode

TN40 1DF

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

X

Agent's Name

Address

STANLEY 120 EAST ROAD  
DAVIS LONDON N1 6AA  
GROUP TELEPHONE: 071 253 0800  
LIMITED 071 251 0602  
FINSBURY

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

STANLEY 120 EAST ROAD  
DAVIS LONDON N1 6AA  
GROUP TELEPHONE: 071 253 0800  
LIMITED 071 251 0602  
FINSBURY

DX number **DX 36609** DX exchange **FINSBURY**



KLO \*K44IQD3\* 1014  
COMPANIES HOUSE 04/11/96

Form revised March 1995

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
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or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary (see notes 1-5)

Company name

THE BEXHILL REGENERATION PARTNERSHIP LIMITED

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

CHARLES HERBERT

Surname

NICHOLSON

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

BEXHILL-ON-SEA

County / Region

EAST SUSSEX

Postcode

TN39 3EA

Country

I consent to act as secretary of the company named on page 1

Consent signature

*C. Nicholson*

Date

25/10/96

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR.

\*Honours etc

Forename(s)

ALAN CLIVE

Surname

STORKEY

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

COODEN

County / Region

SUSSEX

Postcode

TN39 4TW

Country

ENGLAND

Day Month Year

Date of birth

7

3

1931

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

THE BEXHILL PARTNERSHIP, POIRA HOUSE SCHOOL LTD.

THE NEW A27 SUPPORT GROUP LTD.

I consent to act as director of the company named on page 1


Consent signature

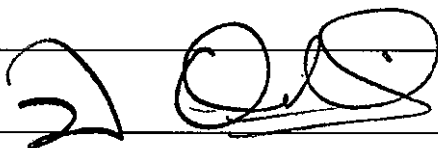
*A. Storkey*

Date

28.X.96.

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MR.		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	GEORGE EDWARD			
	<b>Surname</b>	MATHEWS			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>Address</b>	26 COLLINGTON AVENUE				
<b>Usual residential address</b>					
For a corporation, give the registered or principal office address.	<b>Post town</b>	BEXHILL - ON - SEA			
	<b>County / Region</b>	EAST SUSSEX	<b>Postcode</b>	TN39 3QA	
	<b>Country</b>	ENGLAND			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		28	05	1931	BRITISH
	<b>Business occupation</b>	DIRECTOR, MIRALEISURE Ltd			
	<b>Other directorships</b>	DIRECTOR, MIRACATERING Ltd			
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>			<b>Date</b>	25/10/96

<b>This section must be signed by</b>					
<b>Either</b>					
<b>an agent on behalf of all subscribers</b>		<b>Signed</b>		<b>Date</b>	25.10.96.
<b>Or the subscribers</b>		<b>Signed</b>		<b>Date</b>	
<b>( i.e those who signed as members on the memorandum of association).</b>		<b>Signed</b>		<b>Date</b>	
		<b>Signed</b>		<b>Date</b>	
		<b>Signed</b>		<b>Date</b>	
		<b>Signed</b>		<b>Date</b>	
		<b>Signed</b>		<b>Date</b>	

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3276428

352426

~~326~~

352426



## MEMORANDUM OF ASSOCIATION

OF

THE BEXHILL REGENERATION PARTNERSHIP LIMITED

1. The Company's name is THE BEXHILL REGENERATION PARTNERSHIP LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
  - (i) To promote and to assist others in promoting the economic regeneration of the town of Bexhill including the preservation and enhancement of the historical architectural and constructional heritage of the town its buildings and facilities and the social welfare of its inhabitants and to stimulate public interest in such matters.
  - (ii) To carry on business as a general commercial company.

AND in furtherance of the said objects but not further or otherwise to do all or any of the following things:-

- (a) To bid for European, Government, Local Authority, Lottery and other funds.
- (b) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to give any guarantee, security or indemnity.
- (c) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purpose of or in connection with the Company's business or any department or branch thereof.
- (d) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant

licences in respect of the property, rights and information so acquired.

(e) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

(f) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any share, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

(g) To promote by way of advertising the products and services of the Company in any matter and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

(h) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present or future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stocks, debentures or other obligations or securities of any description.

(i) To support, guarantee and/or secure either with or without consideration the payment of any debenture stocks, debentures, dividends, share or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(j) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.

(k) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.

(l) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.



(m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(n) To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

(o) To deal with and invest the moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investments and in such manner as the Company may approve.

(p) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.

(q) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

(r) To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.

(s) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.

(t) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.

(u) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations,

societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.

(v) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.

(w) To do all or any of the above things in any part of the world either alone as principals, or as agents, trustees, sub-contractors or otherwise.

(x) To do all such other things as shall further the attainment of the objects of the Company.

4. The liability of the members is limited.

5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

ALAN C. STORKEY  
TARA, CLAVERING WALK,  
COODEN, SUSSEX.  
TN39 4TW.

*Alan C. Storkey*

CHARLES NICHOLSON  
21 HARTFIELD ROAD  
BEXHILL-ON-SEA  
TN39 3EA

*Charles Nicholson*

GEORGE E. MATHEWS  
26 COLLINGTON AVENUE  
BEXHILL-ON-SEA  
TN39 3QA

*George E. Mathews*

Dated 24<sup>th</sup> October 1996

Witness to the above signatories:-

*Wm. A. Brumpton* *DL.*

PENTHOUSE SUITE

ST. THOMAS.

WEST PARADE

BEXHILL-ON-SEA

TN39 3YA.

# ARTICLES OF ASSOCIATION

## OF

### THE BEXHILL REGENERATION PARTNERSHIP LIMITED

#### DEFINITIONS AND INTERPRETATION

1. In these Articles:

"the Act" means	the Companies Act 1985;
"the Council" means	the Management committee of the Company;
"the Secretary" means	any person appointed to perform the duties of the Secretary of the Company;
"the United Kingdom" means	Great Britain and Northern Ireland;

2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles became binding on the Company.

#### OBJECTS

4. The Company is established for the objects expressed in the Memorandum of Association.

#### MEMBERS

5. The following persons and none others shall be members of the Company:

(A) Such persons as subscribed to the Memorandum and Articles of Association before the registration thereof.

(B) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to be members of the Company.

In these presents the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Council may elect to membership.

6. Any election of a person to be a member of the Company under the provisions of Article 5 Sub-Article (B) shall conform to the following regulations and conditions:-

(1) Such persons must be proposed for election by a member of the Council and fourteen days' notice shall be given to the members of the Council for the meeting at which it is intended to propose such persons for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Council proposing such person.

(2) Such person must sign and deliver to the Company an application for admission to membership framed in such terms as the Council shall require.

In the event of such person being elected in accordance with the above regulation he shall be entered as a member of the Company on the Register.

7. Any member may terminate his membership of the Company by notice in writing served on the Company and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.

8. If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Company for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member.

#### GENERAL MEETINGS

9. A general meeting of the Company shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint Provided that so long as the Company shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act.

12. Subject to the provisions of Section 378 (2) & (3) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature or such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting; but with the consent of all the members entitled to receive notice thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings of any General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

13. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.

14. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than five members personally present.

15. If within fifteen minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.

16. The Chairman (if any) of the Council, or in his absence the Vice Chairman (if any) shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman or Vice Chairman, or if any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their members to be Chairman.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be

decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth of the total voting rights, of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of the next succeeding Articles, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

21. In the case of any equality votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

#### VOTES OF MEMBERS

23. Every member shall have one vote.

24. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.

(b) Any corporation which is a member of the Company may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

27. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting, at least forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

29. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:-

"I

of

a member of.....

(hereinafter called "the Company") and entitled to one vote, hereby appoint

of

another member of the Company, and failing him

of

another member of the Company to vote for me and on my behalf of at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the.....day of.....and at any adjournment thereof.

As Witness my hand this.....19...

#### COUNCIL OF MANAGEMENT

30. The affairs of the Company shall be managed by the council. The number of the members of the Council shall not be less than 2.

31. The members of the Council shall be:-

(A) The Subscribers to the Memorandum of Association and

(B) Such other persons (being members of the Company) as shall from time to time be elected thereto by the Council or by the members of the Company in General Meeting.

All members of the Council shall serve for three years from the date of his or her election but at the time of expiration of his or her term of office shall be eligible for



re-election. A member of the Council shall be entitled to resign his or her appointment on giving to the Secretary not less than one month's notice in writing to that effect.

#### PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

32. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

33. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.

34. The Council shall from time to time elect a Chairman and Vice Chairman and the Chairman (or failing him the Vice Chairman) shall be entitled to preside at all meetings of the Council at which they shall be present, but if no such Chairman or Vice Chairman be elected or if at any meeting the Chairman or Vice Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their members to be chairman of the meeting.

35. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.

36. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council as aforesaid and all acts and proceedings of such committees shall be reported back fully to the Council as soon as possible.

37. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

38. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the names of the Council members present at each Council meeting and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

39. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### POWERS OF THE COUNCIL

40. The management of the business and the control of the Company shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote.

41. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.

42. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed by these presents). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

43. Without prejudice to the general powers conferred by Article 40 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:

#### PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Company and matters incidental thereto.
- (2) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Company from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Company, present and future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.

(4) At their discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partially in cash or in bonds, debentures, or other securities of the Company.

(5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property and rights of the Company or in such manner as they may think fit.

(6) To appoint and at their discretion, remove or suspend such officers and other staff for permanent, temporary or special services as they may from time to time think fit, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

(7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.

(8) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

(9) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

(10) To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

(11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Company, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

44. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member.

46. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 42 the Company in General Meeting may appoint any person to be a member of the Council either to fill a casual

vacancy or as an additional member. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council shall be vacated:-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Company into disrepute.
- (D) If he is requested in writing by a majority of his fellow members of the Council to resign.
- (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.
- (F) If he ceases to be a member by virtue of Section 293 of the Act.

48. A member of the Council who is in any way, whether directly or indirectly interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of his interest at a Meeting of the Council, and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Company is considered or entered into and may vote in respect thereof.

#### SECRETARY AND TREASURER

49. The Secretary and Treasurer shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary or Treasurer so appointed. The provisions of section 283 and 284 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

#### INCOME OF THE COMPANY

50. The income of the Company shall be applied solely towards the promotion of all or any of the objects of the Company as set forth in the Company's Memorandum of Association as the Council may from time to time think fit with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Company or be invested from time to time in such investment as the Company may think fit.

## ACCOUNTS

51. The Council shall cause proper books of account to be kept:-

- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
- (b) Of all sales and purchases of property and goods by the Company.
- (c) Of the assets and liabilities of the Company.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

52. The books of account shall be kept at the office or, subject to Section 227 of the Act, at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.

53. At the Annual General Meeting in every year the Council shall lay before the Company an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Company, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall, twenty one clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of the General Meeting in the manner in which notices are hereinafter directed to be served.

## AUDIT

54. Auditor's shall be appointed and their duties regulated in the manner provided by Sections 384 to 392 (inclusive) of the Act or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if "member of the Council" and "the Council" were substituted for "Director" and "the Directors" respectively.

## NOTICES

55. A notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at his registered address.

56. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the

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NAMES AND ADDRESSES OF SUBSCRIBERS

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ALAN C. STORKEY,  
TARA, CLAVERING WALK,  
COODEN, SUSSEX.  
TN 39 4TW.

*Alan C. Storkey*  
/

CHARLES NICHOLSON  
21 HARTFIELD ROAD  
BEXHILL-ON-SEA  
TN39 3EA

*Charles Nicholson*

GEORGE E. MATHEWS  
26 COLLINGTON AVENUE  
BEXHILL-ON-SEA  
TN39 3QA

*George E. Mathews*

Dated

24<sup>th</sup> October 1996

Witness to the above signatories:-

*Wm. A. Brumpton DL.*

PENTHOUSE SUITE

ST THOMAS

WEST PARADE

BEXHILL-ON-SEA

TN39 3YA